Cook Inlet/VoiceStream License Company, LLC

FCC 603 Main Form AND RETURNApplication for Assignments of Authorization Approved by OMB and Transform of Communications Approved by OMB Approved by OMB

See instructions for

1) Application Purpose (Select on	ily one) (A	M)					ECO Proof	public -	burde	en estimate
AA - Assignment of Authorization TC - Transfer of Control Transfer)	AM - Amend WD - Withda	awai	EX - I	Request fo	r Extension of	Time (to C	ation of Alignment Ass	ignmer		nsfer)
2a) If this request is for an Amendm currently on file with the FCC.	ent or Withdr	awal, ente	r the File	Number o	of the pending	application	SSSS FIRM	mber:		
2b) File numbers of related pending	applications	currently	on file wi	th the FCC	:					
Type of Transaction										
3a) Is this a <i>pro forma</i> assignment of	of authorization	n or trans	fer of co	ntrol?				(N)	<u>Y</u> es	<u>N</u> o
3b) If the answer to Item 3a is 'yes', Commission's forbearance prod	is this a notificedures for te	ication of lecommu	a <i>pro fort</i> nications	na transac licenses?	ction being file	d under the		()	<u>Y</u> es	<u>N</u> o
4) For assignments of authorization	n only, is this	a partitio	n and/or o	disaggrega	ation?			()	<u>Y</u> es	<u>N</u> o
5) Does this filing request a waiver	of the Comm	ission's r	ules?					(Y)	<u>Y</u> es	<u>N</u> o
6) Are attachments being filed with	this application	on?						(Y)	<u>Y</u> es	<u>N</u> o
7a) Does the transaction that is the s licenses held by the assignor/tra or commonly controlled entities)	nsferor or affi	liates of ti	ne assign	or/transfe	ror (e.g., paren	ıts, subsidia	ries,	(Y)	<u>Y</u> es	<u>N</u> o
7b) Does the transaction that is the s non-wireless licenses that are not	-	• •			_		ed?	(N)	<u>r</u> es	<u>N</u> o
Transaction Information										
8) How will the assignment of autho	rization or tra	nsfer of c	ontrol be	accomplis	hed? Select C	One:(S)				
Sale or other assignment or tra	nsfer of stock		Court (Order						
Other (voting trust agreement, r	management (contract, e	etc.):							
If required by applicable rule, at						signed or tr	ansferred, along	with c	opie:	s of
any pertinent contracts, agreemer 9) The assignment of authorization					(V) <u>V</u> olun	ntary <u>I</u> nvol	untary			
Licensee/Assignor Information										
10a) Taxpayer Identification Number:						10b) SGII	4:			
11) First Name (if individual):		· · - · - · · · · · · · · · · · · · · ·	MI:	Last Na	ne:					Suffix:
12) Entity Name (if not an individual):	COOK IN	LET/V	OICE	STREAM	LICENS	E COMP	ANY, LLC			
13) Attention To:				********						
14) P.O. Box:		And 1	5) Street	Address:	3605 13	2 ND AVE	ENUE SE,	SUIT	E	100
16) City: BELLEVUE		·			17) State: W	IA.	18) Zip: 9800	06		
19) Telephone Number: (425) 6	53-4675			20) FAX	: (425) 6	53-462	10			
21) E-Mail Address:				<u></u>	· · · · · · · · · · · · · · · · · · ·					

22) Race, I	Ethnicity, and Gender of As	ssignor/Lic	ensee	(Optio	onal):					
Race:	American Indian or Alaska Native:	Asian:		i 1		k or Afri	can-	Native Hawaii Pacific Island		White:	
Ethnicity:	Hispanic or Latino:	Not Hispa Latino:	nic or								
Gender:	Female:	Male:									
Transferor	Information (for transfers	of control o	only)								
23a) Taxpa	yer Identification Number:							23b) SGI	ı		
24) First Na	me (if individual):			М	1:	Last Na	ame:	· ·			Suffix:
25) Entity N	ame (if other than individual):	COOK I	NLET	REG	FIC	N, I	NC.		**-		<u> </u>
26) P.O. Bo	ox:		And 2	27) Stre	et A	Address:	2525 C	STREET	, SUITE	500	-
28) City: A	NCHORAGE						29) State:	AK	30) Zip: 9	9503	
31) Telepho	one Number: (907) 263	3-5176				32) FAX	: (907)	263-51	81		
33) E-Mail	Address: storrison@c	iri.co	m								
Name of Tra	ansferor Contact Represen	tative (if o	ther th	an Tra	nsf	eror) (f	or transfer	s of control (only)		
34) First Na	ame: SCOTT			MI: I	י כ	Last Na	me: TORI	RISON			Suffix:
35) Compa	ny Name: COOK INLET	REGIO	N, I	NC.					_		•
36) P.O. Bo	x:	l l	And 3	37) Stre	et A	ddress:	2525	C STREET	, SUITE	500	
38) City: A	NCHORAGE				-		39) State:	AK	40) Zip: 9	9503	
41) Telepho	one Number: (907) 263	3-5176				42) FAX	: (907)	263-51	76		
43) E-Mail	Address: storrison@	ciri.co	om								
Assignee/T	ransferee Information	· · · · · · · · · · · · · · · · · · ·									
44) Assigne	e is a(n): () Individual Corporati	_	incorpo				<u>T</u> rust <u>P</u> artner:		rnment Entity ortium	/ <u>J</u> oint	Venture
45a) Taxpa	yer Identification Number:							45b) SGIN	I		
46) First Na	me (if individual):			Mi	1:	Last Na	ıme:				Suffix:
47) Entity N	ame (if other than individual):	VOICES	TREA	M W	ERE	ELESS	CORPO	RTATION			
48) Name o	f Real Party in Interest:	V 4						49) TIN			
50) Attentio	n To:						, ATT. T. L				

51) P.O. Box:	And	52)	Street	Address:					
	/Or	365	0 1	31st	Avenue,	S.E.,	Suite 2	00	
53) City:					54) State:		55) Zip:		
Belleuve					WA		98006		
56) Telephone Number:				57) FAX	K:		·		
(425) 653-4600				(425)	653-48	340			
58) E-Mail Address:									
dan.menser@voicestream.com									
Name of Assignee/Transferee Contact Repres	sentative	(if oth	er tha	n Assigr	nee/Transfere	e)			
59) First Name:			MI:	Last N	ame:				Suffix:
Louis				Gur	nan				Esq.
60) Company Name:									
Morrison & Foerster LLP									
61) P.O. Box:	And	62)	Street	Address:					
	/Or	200	00 P	ennsy	<u> </u>	Avenue	, N.W.,	Suite	5500
63) City:					64) State:		65) Zip:		
Washington					DC		20006		
66) Telephone Number:				67) FA	IX:				
(202) 887-1500]	(202	987-0	763			
68) E-Mail Address:									
lgurman@mofo.com									
 69) Is the Assignee or Transferee a foreign government 70) Is the Assignee or Transferee an alien or the representation 				any foreig	n government?				es No
71) Is the Assignee or Transferee a corporation organi				foreion o	overnment?	- <u> </u>			res No
72) Is the Assignee or Transferee a corporation of which by aliens or their representatives or by a foreign gounder the laws of a foreign country?				•					es <u>N</u> o
73) Is the Assignee or Transferee directly or indirectly the capital stock is owned of record or voted by all thereof, or by any corporation organized under the If 'Yes', attach exhibit explaining nature and extent	ens, their re laws of a fo	epresen oreign c	tatives, ountry?	or by a fo	oreign governm	4	ntative	(Y)	Yes No
Basic Qualification Questions					<u>.</u>				
74) Has the Assignee or Transferee or any party to the permit revoked or had any application for an initial, permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.								(N)	Yes No
75) Has the Assignee or Transferee or any party to this Transferee, or any party to this application ever be If 'Yes', attach exhibit explaining circumstances.							signee or	(N)	Yes No
76) Has any court finally adjudged the Assignee or Tra Transferee guilty of unlawfully monopolizing or atte indirectly, through control of manufacture or sale of or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	empting uni	lawfully	to mon	opolize ra	dio communica	tion, directly o	r	(N)	Yes <u>N</u> o
77) Is the Assignee or Transferee, or any party directly in any pending matter referred to in the preceding the figure of the process of the	or indirect wo items?	tly contr	alling th	ne Assign	ee or Transfere	e currently a p	party	(N)	Yes No

6)

6)

7)

78) Race, Ethnicity, and Gender of Assignee/Transferes (Optional): Black or African-Native Hawaiian or Other White: Race: American Indian of Alaska Anion: Pacific islander: Native: American: Ethnicity: Hispanic or Latino: Not Hispanic or Latino: Gender: Female: Assignor/Transferor Certification Statements The Assigner or Transferor certifies either (1) that the authorization will not be assigned or that control of the Scenae will not be transferred until the consent of the 1) Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to stress notification presidence for pro forms assignments and transfers by telecommunications confers. See Macrorandum Opinion and Order, 13 FCC Red. 5283 (1998). The Assignor or Transferor certifies that all stelements made in this application and in the exhibits, allockments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. 79) Typed or Printed Name of Party Authorized to Sign Last Name: Floerchinger First Name: ML: Suffec Craig 60) Title: Vice President, Cook Inlet Takecommunications xxinox Region, Inc. Signature: 81) Date: 6100 10 Assignee/Transferee Certification Statements The Assignee or Transferee certifies either (1) that the authorization will not be passigned or that control of the itemae will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for proferma sesignments and transfers by telecommunications centers. See Memorandum Opinion and Order, 13 FCC Rod. 6293 (1996). 20 The Assignor or Trensferes weives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United Status because of the previous use of the same, whether by flooms or otherwise, and requests an authorization in accordance with this application. 3) The Assignee or Transferse certifies that grant of this application would not cause the Assignee or Transferse to be in violation of any pertnerit cross-ownership. attribution, or spectrum can rule." "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. The Assignee or Transferoe agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made harein otherwise allows, except for liability for any act done by, or any right accrued

The Assignee or Transferse certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are

The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the

The applicant certifies that it either (1) has an updated Form 802 on the with the Commission, (2) is filling an updated Form 802 simultaneously with this application,

by, or any sult or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

meterial, are part of this application, and are true, complete, correct, and made in good faith.

47 CFR § 1.2002(b), for the definition of "party to the application" se used in this certification.

Anti-Drug Abuse Act of 1968, 21 U.S.C. § 562, because of a conviction for por

or (3) is not required to fits from 602 under the Commission's Rules.

session or distribution of a controlled substance. See Section 1.2002(b) of the rules,

82) Typed or Printed Name of Party	Authorized to Sign		
First Name:	MI:	Last Name:	Suffix:
David	A.	Miller	Esq.
83) Title: Vice President			
Signature:	m		84) Date: 9/12/00
WILLFUL FALSE STATEMENTS MADE (U.S. Code, Title 18, Section 1001) AND/ Section 312(a)(1)), AND/OR FORFEITUR	OR REVOCATION OF ANY \$1	TATION LICENSE OR CONST	

Authorizations To Be Assigned or Transferred 87) 88) 89) 90) Call Sign Location Number Path Number **Lower or Center** Constructed Yes / No Upper (Microwave only) Frequency (MHz) Frequency (MHz) WPOJ737 NO **WPOJ739** NO **WPOJ743** NO WPOK571 NO WPOL271 NO WPOL272 NO WPOL273 NO WPOL274 NO WPOL275 NO WPOL276 NO WPOL277 NO WPOL280 NO WPOL281 NO WPOL282 NO WPOL283 NO

FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Cook Inlet/VoiceStream License Company, LLC ("CIVS License"), the ULS database does not currently reflect a consummation notice that was filed by CIVS License on May 8, 2000, notifying the Commission that certain licenses had been assigned to CIVS License from Cook Inlet/VoiceStream PCS, LLC ("CIVS I") on April 28, 2000, in accordance with the pro forma application granted by the Commission with respect to such assignment. See File No. 0000075402. Although CIVS License had submitted the appropriate consummation notice, and printed out a copy of that notice once it had been submitted, the record regarding the consummation notice does not exist in the ULS database and, indeed, the same file number printed on the submitted consummation notice has been assigned to a different, and completely unrelated, application. CIVS License has provided a copy of the submitted consummation notice to the Commission staff, but the status of the CIVS License licenses have not yet been resolved and will not be resolved in time to file this application electronically.

CIVS PA I, LLC

FCC 603 Main Form

21) E-Mail Address:

FCC Wireless Telecommunications Bureau 🗡 STAMP AND RETURN Application for Assignments of Authorization

Approved by OMB 3080- 0800

See instructions for

Q 11222-					licini			أبي	
1) Application Purpose (Select only one) (A	M)				20,5	FUO:		c barde ⊸⊃j	en estimate
AA - Assignment of Authorization AM - Amend TC - Transfer of Control WD - Withdown Transfer)		NT - F	Required I Request fo	Notification (for Extension of	r Consumr Time (80)	nation of A	As s ianmen	t or Tr	ansfer) r
2a) If this request is for an Amendment or Withd currently on file with the FCC.	rawal, enter	the File	e Number	of the pending	application		File Number:		
2b) File numbers of related pending applications	currently o	n file w	ith the FC	c:					
Type of Transaction								-	
3a) Is this a pro forma assignment of authorizati	on or transf	er of co	entrol?				(1)) <u>Y</u> es	<u>N</u> o
3b) If the answer to Item 3a is 'yes', is this a notification's forbearance procedures for te					ed under ti	ne 	() <u>Y</u> es	<u>N</u> o
4) For assignments of authorization only, is this	s a partition	and/or	disaggre	gation?			() <u>Y</u> es	<u>N</u> o .
5) Does this filing request a waiver of the Comm	nission's ru	les?					Υ)) <u>Y</u> es	<u>N</u> o
6) Are attachments being filed with this applicati	on?						(Y) <u>Y</u> es	<u>N</u> o
7a) Does the transaction that is the subject of this licenses held by the assignor/transferor or aff or commonly controlled entities) that are not i	iliates of the	e assigr	nor/transf	eror (e.g., pare	nts, subsid	liaries,	•) <u>Y</u> es	<u>N</u> o
7b) Does the transaction that is the subject of this non-wireless licenses that are not included on	• •			_		ired?	(N) <u>Y</u> es	<u>N</u> o
Transaction Information									
8) How will the assignment of authorization or tra	nsfer of co	ntrol be	accompl	ished? Select	One: (S)				
Sale or other assignment or transfer of stock	ć	Court C)rder						
Other (voting trust agreement, management		_	J. GC.						
If required by applicable rule, attach as an example any pertinent contracts, agreements, instrum					ssigned or	transferre	ed, along w	ith coj	pies of
9) The assignment of authorization or transfer	of control o	f licens	e is:	(V) <u>V</u> olum	tary Invo	luntary			
Licensee/Assignor Information									
10a) Taxpayer Identification Number:					10b) SGI	N:			
11) First Name (if individual):		MI:	Last Na	me:					Suffix:
12) Entity Name (if not an individual): CIVS P.	AI, L	LC	<u> </u>						
13) Attention To:					· · · · · · · · · · · · · · · · · · ·				
14) P.O. Box:	And 15) /Or	Street	Address	3605 132	2 nd AVE	ENUE S	E, SUI	TE	100
16) City: BELLEVUE				17) State: W	A	18) Zip:	98006		_
19) Telephone Number: (425) 463-4675			20) FAX	: (425) 6	53-462	20			

22) Race, I	thnicity, and Gender of As	ssignor/Licens	see (Op	tiona	l):					
Race:	American Indian or Alaska Native:	Asian:		ι.	ck or Afri erican:	can-	Native Hawaii Pacific Island		White:	
Ethnicity:	Hispanic or Latino:	Not Hispanic Latino:	or							
Gender:	Female:	Male:								
Transferor	Information (for transfers o	of control only	()						**	
23a) Taxpa	yer Identification Number:						23b) SGIN	I		
24) First Na	me (if individual):			Mi:	Last Na	ame:				Suffix:
25) Entity N	ame (if other than individual):	COOK INI	ET R	EGI	ON, I	NC.				
26) P.O. Bo)X:	And /Or	27) \$	Street A	Address:	2525 C	STREET,	SUITE	500	
28) City: A	NCHORAGE					29) State:	AK	30) Zip: 99	503	
31) Telepho	one Number: (907) 263	-5176			32) FAX	: (907)	263-518	1		
	Address: storrison@c									
Name of Tra	ansferor Contact Represer	tative (if othe	r than 1	rans	ieror) (f	or transfe	rs of control	only)		 -
34) First Na	ame: SCOTT		N	II: D	Last Na	ame: TOR	RISON			Suffix:
35) Compa	ny Name: COOK INLET	REGION,	INC		·- ·· · ·					<u> </u>
36) P.O. Bo	x:	And /Or	37) \$	Street	Address:	2525	C STREET	, SUITE	500	
38) City: 1	ANCHORAGE					39) State:	AK	40) Zip: 9	9503	
41) Telepho	one Number: (907) 26	3-5176			42) FAX	: (907)	263-51	81		
43) E-Mail	Address: storrison@	ciri.com								
Assignee/T	ransferee Information									
44) Assigne	e is a(n): () <u>Individua</u> <u>C</u> orporati	_	rporated Liabilit			<u>T</u> rust <u>P</u> artnei	_	rnment Entity ortium	<u>J</u> oint	Venture
45a) Taxpa	yer Identification Number:			···			45b) SGIN	1		
46) First Na	me (if individual):			MI:	Last Na	ame:				Suffix:
47) Entity N	ame (if other than individual):	VOICESTR	EAM	WIR	ELESS	CORPO	RATION			
48) Name o	f Real Party in Interest:	- **	****				49) TIN			
50) Attentio	n To:									

51) P.O. Box:		52) Sh	reet Address:			
	And /Or	1			.E., Suite 2	100
53) City:		13030	13130	54) State:	55) Zip:	.00
Belleuve				WA	98006	
56) Telephone Number:		·····	57) FA	1	130000	
(425) 653-4600			(425			
58) E-Mail Address:			(423) 633-4640		
dan.menser@voicestream.c	· O.T.					
dan.menserevorcestream.c	·OIII					
Name of Assistant Property Contact Pr		. ## -AL	A	77		
Name of Assignee/Transferee Contact Re 59) First Name:	presentative		MI: Last N			Suffix:
Louis		1				
60) Company Name:			Gur	man		Esq.
·						
Morrison & Foerster LLP 61) P.O. Box:		62) 8	reet Address	,		
01) F.O. Bux.	And /Or				11 **	0
63) City:		12000	Penns	yivania Av 64) State:	enue, N.W.,	Suite 5500
•						
Washington 66) Telephone Number:			67V F	DC	20006	
•			67) F			
(202) 887-1500			(202	887-076	3	
68) E-Mail Address:						
lgurman@mofo.com						
70) Is the Assignee or Transferee an alien or the						(N <u>Y</u> es <u>N</u> o
71) Is the Assignee or Transferee a corporation of	rganized under	the laws of	any foreign (povernment?		(N Yes No
72) Is the Assignee or Transferee a corporation of by aliens or their representatives or by a foreign under the laws of a foreign country?						(N) <u>Y</u> es <u>N</u> o
73) Is the Assignee or Transferee directly or indictive capital stock is owned of record or voted thereof, or by any corporation organized under If 'Yes', attach exhibit explaining nature and e	by aliens, their nor the laws of a f	epresentati oreign cou	ives, or by a f ntry?	oreign government o		(Y <u>)Y</u> es <u>N</u> o
Basic Qualification Questions		···				
74) Has the Assignee or Transferee or any party permit revoked or had any application for an i permit denied by the Commission? If 'Yes', attach exhibit explaining circumstance	nitial, modification	•				(N) <u>Y</u> es <u>N</u> o
75) Has the Assignee or Transferee or any party Transferee, or any party to this application ex If 'Yes', attach exhibit explaining circumstance	er been convicti				g the Assignee or	(N <u>Y</u> es <u>N</u> o
76) Has any court finally adjudged the Assignee Transferee guilty of unlawfully monopolizing of indirectly, through control of manufacture or so or unfair methods of competition? If 'Yes', attach exhibit explaining circumstance	or attempting unitiale of radio app	lawfully to	monopolize ra	dio communication.	directly or	(N) <u>Y</u> es <u>N</u> o
77) Is the Assignee or Transferee, or any party d in any pending matter referred to in the prece If 'Yes', attach exhibit explaining circumstance	ding two items?	tly controlli	ng the Assign	nee or Transferee cu	rrently a party	(N)Yes No

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race: American Indian or Aleska Asian: Black or African-American: Native Hawalian or Other Pecific Islander: White:

Ethnicity: Hispanic or Latino: Not Hispanic or Latino:

Gander: Female: Mete:

Assignor/Transferor Certification Statements

- The Assignor or Transferor certifies after (1) that the authorization will not be assigned or that control of the license will not be transformed until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forms assignments and transfers by letecommunications carriers. See Memorangum Opinion and Order, 13 FCC Red. 6293 (1998).
- 2) The Assignor or Transferor certifies that all assessments made in this application and in the exhibits, altrachments, or documents incorporated by reference are material, are part of this application, and are true, complete, certified, and made in glood faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name:	Craig	MI:	Last Nome: Floerchinger	Suffec
			<u> </u>	<u> </u>

80) Title:

Vice President, Cook Inlet GSM, *** Region, Inc.

Signature:			81) Date:
	_//	hay	10
	- /	2	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferse certifies either (1) that the authorization will not be assigned or that control of the ficense will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamfined notification prosedures for pro-forms assignments and transfers by telecommunications carriers. See Mamorandum Opinion and Order, 13 FCC Rod. 6293 (1896).
- 2) The Assigned or Trensferor waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by floence or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee cartifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule."
 - "If the applicant has sought a waiver of any such nide in connection with this application, it may make this contineation subject to the outcome of the waiver request.
- 4) The Assignce or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise ations, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferse certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1,2002(b) of the rules, 47 CFR § 1,2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant cartillas that it either (1) has an updated Form 802 on the with the Commission, (2) is filling an updated Form 802 simultaneously with this application, or (3) is not required to fits Form 802 under the Commission's Rules.

First Name:	Authorized to Sign	Last Name:		Suffix:
David	A.	Miller		Esq.
83) Title: Vice President				
Signature:	avm		84) Da	ate:
WILLFUL FALSE STATEMENTS MADE (U.S. Code, Title 18, Section 1001) AND Section 312(a)(1)), AND/OR FORFEITU	ON THIS FORM OR ANY ATTA WOR REVOCATION OF ANY ST	ATION LICENSE OR CONST		

Authorizations To Be Assigned or Transferred 85) Call Sign 88) Lower or Center Frequency (MHz) 86) 87) Path Number 89) 90) **Location Number** Constructed
Yes / No Upper (Microwave only) Frequency (MHz) WPOJ792 NO WPOJ794 NO **WPOJ847** NO

FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of CIVS PA I, LLC, the ULS database has not been updated to reflect the *pro forma* assignment of three licenses from Cook Inlet/VS GSM III PCS, LLC to CIVS PA I, LLC. See File No. 0000126719. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

CIVS PA III, LLC

FCC 603 Main Form

21) E-Mail Address:

orm Application for Assignments of Andrew STAMP Application for Assignments of Authorization

Approved by OMB 3060 - 0800

See instructions for

public burden estimate 1) Application Purpose (Select only one) (AM) NT - Required Notification (for Consummation of Assignment or Transfer) AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (to Consummate Assignment or Transfer) EEE 2010 Number: If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. 2b) File numbers of related pending applications currently on file with the FCC: 0000126722 Type of Transaction 3a) Is this a pro forma assignment of authorization or transfer of control? (N)Yes No If the answer to Item 3a is 'yes', is this a notification of a pro forma transaction being filed under the ()Yes No Commission's forbearance procedures for telecommunications licenses? For assignments of authorization only, is this a partition and/or disaggregation? 4))Yes No Does this filing request a waiver of the Commission's rules? (Y)Yes No 6) Are attachments being filed with this application? (Y)Yes No 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless (Y)Yes No licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? (N)Yes No 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Transaction Information 8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S) Sale or other assignment or transfer of stock **Court Order** Other (voting trust agreement, management contract, etc.): If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. (V) Voluntary involuntary The assignment of authorization or transfer of control of license is: Licensee/Assignor Information 10a) Taxpayer Identification Number: (10b) SGIN: 11) First Name (if individual): Suffix: MI: Last Name: 12) Entity Name (if not an individual): CIVS PA III, 13) Attention To: 14) P.O. Box: 15) Street Address: 3605 132 ND AVENUE SE, SUITE 100 And 18) Zip: 98006 16) City: BELLEVUE 17) State: WA 19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620

22) Race, I	Ethnicity, and Gender of As	ssignor/License	e (Opt	ional	l):					
Race:	American Indian or Alaska Native:	Asian:		i	k or Afri erican:	can-	Native Hawaiia Pacific Islando		White:	
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			1			· · · · · · · · · · · · · · · · · · ·		
Gender:	Female:	Male:								
Transferor	information (for transfers	of control only)					· · · · · · · · · · · · · · · · · · ·			
23a) Taxpa	yer Identification Number:		.,,,,,,				23b) SGIN			
24) First Na	me (if individual):			MI:	Last Na	ame:		***************************************		Suffix:
25) Entity N	lame (if other than individual):	COOK INLE	T RI	EGI	ON, I	NC.				
26) P.O. Bo	ox:	And /Or	27) Si	treet /	Address:	2525 C	STREET	, SUITE	500	
28) City: A	NCHORAGE					29) State:	AK	30) Zip: 9	9503	
31) Telepho	one Number: (907) 263	3-5176			32) FAX	: (907)	263-518	1		
	Address: storrison@d									
Name of Tr	ansferor Contact Represer	tative (if other t	than T	ransi	eror) (f	or transfer	s of control o	only)		
34) First Na	ame: SCOTT		MI	: D	Last Na	ame: TORI	RISON			Suffix:
35) Compa	ny Name: COOK INLET	REGION,	INC.							
36) P.O. Bo	»x:	And /Or	37) Si	treet /	Address:	2525 C	STREET,	SUITE	500	
38) City: A	NCHORAGE					39) State:	AK	40) Zip: 95	9503	
41) Telepho	one Number: (907) 263	-5176			42) FAX	: (907)	263-518	1		
43) E-Mail	Address: storrison@d	ciri.com			-					
Assignee/T	ransferee Information									
44) Assigne	ee is a(n): () Individua Corporati					<u>T</u> rust <u>P</u> artner		rnment Entity ortium	√ <u>J</u> oint	Venture
45a) Taxpa	yer Identification Number:						45b) SGIN	l		
46) First Na	me (if individual):			MI:	Last Na	ame:				Suffix:
47) Entity N	ame (if other than individual):	VOICESTRE	AM V	VIR	ELESS	CORPO	RATION			
48) Name o	of Real Party in Interest:						49) TIN		- ·- ·	
50) Attentio	on To:									

51)	P.O. Box:	And	52)	Street	Address:					
		/Or	365	0 1	31 st	Avenue,	SE	Suite 20	nn	
53)	City:		1 2 2 2		<u>-</u>	54) State:	5.5.,	55) Zip:		
Вe	lleuve					WA		98006		
56)	Telephone Number:			T	57) FAX		·····	1 30000		
14	25) 653-4600				(425)	653-484	10			
<u> </u>	E-Mail Address:				(423)	000-40.	10			
, പച	n.menser@voicestream.com									
ua	ii. Mchaele voloco al cam. com									
Jam	e of Assignee/Transferee Contact Represe	ntativa	lif oth	er tha	n Assian	oo/Transforce	`			
	First Name:		(11 04)	MI:	Last N		<u>, </u>		1.5	Suffix:
	uis				Gurn				T	sq.
	Company Name:			L	Gull	lan				sų.
	rrison & Foerster LLP									
	P.O. Box:	Τ	62)	Street	Address:					
,		And /Or				vlvania A	722212	M M	Suita	5500
63)	City:	1	1200	, O E	emis	64) State:	venue	65) Zip:	Surce	3300
•	•					DC		20006		
	shington Telephone Number:				67) FA			20000		
	02) 887-1500			i		∿.) 887-07	63			
	E-Mail Address:				1202) 007-07	03			
•	urman@mofo.com									
-9	dimanemoro.com									
<u> </u>	Is the Assignee or Transferee a foreign government of Is the Assignee or Transferee an alien or the represe				any toreig	n government?			(N <u>Y</u> e	
71)	Is the Assignee or Transferee a corporation organize	d under	the laws	of any	foreign g	overnment?			(N Ke	s <u>N</u> o
72)	Is the Assignee or Transferee a corporation of which by aliens or their representatives or by a foreign gove under the laws of a foreign country?				•				(N) <u>Y</u> e	s <u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly co the capital stock is owned of record or voted by aliens thereof, or by any corporation organized under the law If "Yes", attach exhibit explaining nature and extent of	s, their rows of a fo	epresent oreign c	tatives, ountry	, or by a fo	oreign governmer		ntative	(Y <u>)Y</u> e	ss <u>N</u> o
Basi	c Qualification Questions									
74)	Has the Assignee or Transferee or any party to this a permit revoked or had any application for an initial, m permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.								(N) <u>Y</u> e	s No
75)	Has the Assignee or Transferee or any party to this a Transferee, or any party to this application ever been If 'Yes', attach exhibit explaining circumstances.				•	•	•	signee or	(N K	es <u>N</u> o
76)	Has any court finally adjudged the Assignee or Trans Transferee guilty of unlawfully monopolizing or attern indirectly, through control of manufacture or sale of mor or unfair methods of competition? If "Yes", attach exhibit explaining circumstances.	inu gnita	lawfully I	to mon	opolize ra	dio communicati	on, directly o	r	(N) <u>Y</u> e	es <u>N</u> o
77)	Is the Assignee or Transferee, or any party directly or in any pending matter referred to in the preceding two If 'Yes', attach exhibit explaining circumstances.	r indirect o items?	tly contr	alling t	he Assign	ee or Transferee	currently a	party	(N) <u>Y</u> e	≈ <u>N</u> o

٠	78) Race, Ethnicity, and Gender of Assignee/Transferse (Optional):											
	Race;	American Indian of Alaska Native:	Asian:	Black or African- American:	Native Hewalian or Other Pecific Islander:	White:						

Ethnicity: Hispanic or Latino: Not Hispanic or Latino:

Gender: Female: Male:

Assignor/Transferor Certification Statements

1)	The Assignor or Transferor certifies alther (1) that the authorization will not be assigned or that control of the bosses will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission content is not required because the transaction is subject to sinterfillined notification precedures for pro forms assignments and transfers by tetecommunications. See Mazzorandum Opinion and Onter, 13 FCC Red. 6283 (1998).											
2)	2) The Arsignor or Transferor certifies that all statements made in this application and in the athibits, sitachinents, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good figh.											
79) 1	Typed or Printed Name of Perty Authorized to Sign											
First	First Name: Craig MI: Last Name: Floerchinger Suffix:											

90) Thin:
Vice President, Cook Inlet GSM, *** Region, Inc.

Signature:

81) Date:

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferse certifies either (1) that the authorization will not be assigned or that control of the itense will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to stransfered notification procedures for pro forms assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rod. 6283 (1998).
- 2) The Assigned or Trensferae weives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by Science or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee cardiac that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, ethibution, or spectrum cap rule.*
 - "If the applicant has sought a waiver of any such rule in connection with this application, it may make this continuation subject to the outcome of the waiver request.
- 4) The Assignee or Transferse agrees to assume all obligations and abide by all conditions imposed on the Assigner or Transferor under the subject authorization(s), unless the Federal Communications Communication pursuant to a request made haren otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assigner or Transferor prior to this assignment.
- 5) The Assignee or Transferse cartifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are meterful, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that nather it nor any other perty to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1968, 21 U.S.C. § 862, because of a convision for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" so used in this certification.
- 7) The applicant certiles that it either (1) has an updated Form 602 on the with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to title Form 602 under the Commission's Rules.

62) Typed or Printed Name of Party Authorized to Si	gn			
First Name:	MI:	Last Name:		Suffix:
David	A.	Miller		Esq.
83) Title: Vice President				
Signature:	N		84) Da	te: 12/00
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title	OF ANY ST	ATION LICENSE OR CONSTI		

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF719					МО
<u></u>					

	1				+
	 				

FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

The instant application, regarding the transfer of control of CIVS PA III, LLC, is the second step in a two-step transaction. The first step involves the *pro forma* assignment of the license from Cook Inlet/VS GSM II PCS, LLC to CIVS PA III, LLC. That *pro forma* application is currently pending before the Commission. See File No. 0000126722. Assuming that this application is granted by the Commission, the license will be assigned to CIVS PA III, LLC. After that assignment, and upon the grant by the Commission of the instant transfer of control applications and related applications, control of CIVS PA III, LLC, and the license, will be transferred from CIGSM to VoiceStream. Because the application is still pending, however, the ULS system will not recognize that CIVS PA III, LLC is an entity the control of which can be transferred from CIGSM to VoiceStream and the parties are unable to utilize ULS to file this application.

Omnipoint Atlantic City License, LLC

FCC 603 Main Form

STAMP AND RETURNICATION Wireless Telecommunications Bureau and Transfers of Control

Approved by OMB

See instructions for

main Proble public burden estimate 1) Application Purpose (Select only one) (AM) AA - Assignment of Authorization AM - Amendment NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or TC - Transfer of Control WD - Withdrawal Transfer) File Number: If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. File numbers of related pending applications currently on file with the FCC: 3a) Is this a pro forma assignment of authorization or transfer of control? (N)Yes No If the answer to Item 3a is 'yes', is this a notification of a pro forma transaction being filed under the)Yes No (Commission's forbearance procedures for telecommunications licenses? For assignments of authorization only, is this a partition and/or disaggregation?)Yes No Does this filing request a waiver of the Commission's rules? (Y)Yes No 5) Are attachments being filed with this application? (Y)Yes No 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless (Y)Yes No licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? 7b) Does the transaction that is the subject of this application also involve transfer or assignment of (N)Yes No non-wireless licenses that are not included on this form and for which Commission approval is required? Transaction Information 8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S) Sale or other assignment or transfer of stock Court Order Other (voting trust agreement, management contract, etc.): If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. The assignment of authorization or transfer of control of license is: V) Voluntary Involuntary Licensee/Assignor Information 10a) Taxpayer Identification Number: 4 10b) SGIN: 11) First Name (if individual): Last Name: Suffix: MI: 12) Entity Name (if not an individual): OMNIPOINT ATLANTIC CITY LICENSE, LLC 13) Attention To: 14) P.O. Box: 15) Street Address: 3605 132nd AVENUE SE, SUITE 100 And 16) City: BELLEVUE 17) State: WA 18) Zip: 98006 19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620 21) E-Mail Address:

ZZ) Race, E	trinicity, and Gender of As	signor/lا	_icens	<u>∌e (O</u> r	ptional	1):					
Race:	American Indian or Alaska Native:	Asian:			1	k or Afric erican:	can-	Native Hawaiia Pacific Islando		White:	
Ethnicity:	Hispanic or Latino:	Not Hisp Latino:	panic or	r							
Gender:	Female:	Male:									
Transferor I	Information (for transfers o	of contro	only) اد								
23а) Тахра	yer Identification Number:							23b) SGIN			
24) First Na	me (if individual):				MI:	Last Na	ame:				Suffix:
25) Entity N	ame (if other than individual):	COOK	INL	ST F	REGIO	ON, I	NC.				
26) P.O. Bo	x:		And /Or	27)	Street A	Address:	2525 C	STREET,	SUITE	500	
28) City: A	NCHORAGE						29) State:	AK	30) Zip: 99	9503	
31) Telepho	one Number: (907) 263	J-5176	5			32) FAX	: (907)	263-51	81		
	Address: storrison@c										
Name of Tra	ansferor Contact Represen	tative (if	other	than	Transf	eror) (f	or transfe	rs of control o	only)		
34) First Na	rme: SCOTT			,	MI: D	Last Na	ame: TOR	RISON			Suffix:
35) Compai	ny Name: COOK INLET	REGI	ON,	INC	1.						
36) P.O. Bo	x:		And /Or	37)	Street A	\ddress:	2525	C STREET	, SUITE	500	
38) City: A	ANCHORAGE						39) State:	AK .	40) Zip: 9	9503	
41) Telepho	one Number: (907) 26:	3-517	6			42) FAX	: (907)	263-51	31		
-	Address: storrison@d	ciri.	com								
Assignee/Tr	ransferee Information										
44) Assigne	e is a(n): () <u>I</u> ndividual <u>C</u> orporation		Inincorp imited L				<u>T</u> rust <u>P</u> artner		rnment Entity ortium	<u>Joint</u>	Venture
45a) Taxpay	yer Identification Number:							45b) SGIN	I		
46) First Nar	me (if individual):				MI:	Last Na	ıme:				Suffix:
47) Entity Na	47) Entity Name (if other than individual): VOICESTREAM WIRELESS CORPORATION										
48) Name of	f Real Party in Interest:							49) TIN	<u></u>		,
50) Attention	0) Attention To:										

51) P.O. Box:	And	52) Street Address:					
	/Or	3650	131st	Avenue, S.E.,	Suite 200		
53) City:				54) State:	55) Zip:		
Belleuve				WA	98006		
56) Telephone Number:			57) FA	X:			
(425) 653-4600			(425	653-4840			
58) E-Mail Address:							
dan.menser@voicestream.com							

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name:			MI:	Last Name	e:			Suff	lix:
Louis		l		Gurma	n			Esc	q.
60) Company Name:									<u> </u>
Morrison & Foerster LLP									
61) P.O. Box:	And	62) S	treet /	Address:					
	/Or	2000) P	ennsyl	vania	Avenue,	N.W.,	Suite 5	500
63) City:				- (64) State:		65) Zip:		
Washington				1	C		20006		
66) Telephone Number:				67) FAX:		·		4	
(202) 887-1500			l	(202)	887-0	763			
68) E-Mail Address:									
lgurman@mofo.com									

Alien Ownership Questions

69)	Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N Xes, No
70)	Is the Assignee or Transferee an alien or the representative of an alien?	(N Yes No
71)	Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N Xes No
72)	Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y <u>)Y</u> es <u>N</u> o

Basic Qualification Questions

74)	Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o)
75)	Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N Yes <u>N</u> o	0
76)	Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) Yes No	
77)	Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o	·

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asien:	Black or African- American:	Native Hawalian or Other Pecific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

A		Certification	Chairmania
ASSIGNOT 1	manator	CONTRICTOR	Serie ni ne

ASSIGN	NI LIBRIDIO CALTILICATION SCHOOLINGING									
1)	The Assignor or Transferor certifies either: (1) that the authorization will not be assigned or that constrol of the boarse will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification presidents for pro forms assignments and transfers by telecommunications certifies. See Marriary Opinion and Order, 13 FCC Red. 5263 (1988).									
2)	The Assignor or Transferor certifies that all economis made in this application and in the exhibits, allachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.									
79) Ty	ped or Printed Name of Perty Authorized to Sign									
First Na	me: Craig	MI: A	Last Name: Floerchinger		Suffec					
90) Tit	Wice President, Cook Inlet Tell	1888	www.kestoneyxInex Region,	Inc.						
Signatu	Signature: Signature:									

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferse certifies either (1) that the authorization will not be assigned or that control of the itense will not be transferred until the concent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro-forms assignments and transferre by telecommunications carriers. See Mismorandum Opinion and Order, 13 FCC Rod. 6293 (1998).
- 2) The Assigned or Trensferoe weives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by Scenes or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee cartilles that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, ethibution, or spectrum cap rule.*
 - "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignme or Transferon agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made hardin observice allows, except for Sability for any act done by, or any right accrued by. or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferse certifies that all statements made in this application and in the exhibits, stachments, or documents incorporated by reference are meterial, are part of this application, and are true, complete, correct, and made in good fails.
- 6) The Assignee or Transferse certifies that neither it nor any other perty to the application is subject to a denial of Federal penetits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on the with the Commission, (2) is filling an updated Form 602 simultaneously with this application, or (3) is not required to the Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party	Authorized to Sign			
First Name:	MI:	Last Name:		Suffix:
David	A.	Miller		Esq.
83) Title: Vice President				
Signature:			84) Date: 9/12/10	
WILLFUL FALSE STATEMENTS MADE (U.S. Code, Title 18, Section 1001) AND	VOR REVOCATION OF ANY ST	TATION LICENSE OR CONST		

Authorizations To Be Assigned or Transferred 86) 88) 87) 89) 90) Call Sign Location Number Path Number Lower or Center Upper Constructed (Microwave only) Frequency (MHz) Frequency (MHz) Yes / No KNLF710 NO

FCC Form 603 ATTACHMENT 1

See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

- Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses
- Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation
- Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation

EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Omnipoint Atlantic City License, LLC, the ULS database has not been updated to reflect the consummation notice filed with respect to the *pro forma* assignment of the license from CIVS II to Omnipoint Atlantic City License, LLC. See File No. 0000117731. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

¹ The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212870.